

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
SUNEDISON, INC., <i>et al.</i> ,)	Case No. 16-10992 (SMB)
)	
Debtors.)	(Jointly Administered)
)	

**STIPULATION AND AGREED ORDER AMONG SUNEDISON, INC.,
TERRAFORM POWER, INC., TERRAFORM GLOBAL, INC. AND THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS OF SUNEDISON
REGARDING THE DEBTORS' FILING OF YELDCO 2015.3 REPORTS**

This stipulation and agreed order (the “**Stipulation and Agreed Order**”) is entered into among SunEdison, Inc. (“**SunEdison**”), on behalf of itself and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”), TerraForm Power, Inc. (“**TERP**”), TerraForm Global, Inc. (“**Global**,” and together with TERP, the “**Yieldcos**”) and the Official Committee of Unsecured Creditors (the “**Committee**”) of SunEdison, Inc.

WHEREAS, on April 21, 2016 (the “**Petition Date**”), SunEdison and certain of its affiliates commenced voluntary cases under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).¹ The Debtors’ cases (collectively, the “**Chapter 11 Cases**”) have been consolidated for procedural purposes only and are being jointly administered under lead case number 16-10992 (SMB).

WHEREAS, on April 29, 2016, the Office of the United States Trustee for the Southern District of New York (the “**United States Trustee**”) appointed the Committee.

¹ Since the Initial Petition Date, additional affiliates of SunEdison have commenced additional voluntary cases under chapter 11.

WHEREAS, on October 26, 2016, the Debtors notified the Yieldcos that the Debtors intended to file reports under Bankruptcy Rule 2015.3 for certain subsidiaries of TERP (“**TERP 2015 Reports**”) and Global (“**Global 2015 Reports**,” and together with the Yieldco 2015 Reports, the “**Yieldco 2015 Reports**”), a list of which is attached hereto as Exhibit “A”.

WHEREAS, on November 1, 2016, the Bankruptcy Court held a hearing where the Court ruled, among other things, that the deadline by which the Debtors must file the Yieldco 2015 Reports is extended to November 10, 2016.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED among the Debtors, the Yieldcos and the Committee, and ORDERED and APPROVED by the Court as follows:

1. The Debtors shall not file TERP 2015 Reports or Global 2015 Reports unless the applicable Filing Trigger (defined below) has occurred.
2. On or after December 31, 2016, (a) if TERP has not publicly filed audited financial statements prior to the date of such request, the Committee may request, by written notice to the Debtors and TERP, that the Debtors file TERP 2015.3 Reports and (b) if Global has not publicly filed audited financial statements prior to the date of such request, the Committee may request, by written notice to the Debtors and Global, that the Debtors file Global 2015.3 Reports.
3. A “**Filing Trigger**” shall occur with respect to a Yieldco on either: (a) the 15th day after delivery of a notice by the committee pursuant to paragraph 2, if neither the Debtors nor such Yieldco has filed a motion with the Bankruptcy Court prior to such date seeking to (i) rebut the presumption the Debtors have a substantial and controlling interest in subsidiaries of such Yieldco, (ii) waive the requirement that the Debtors file Yieldco 2015 Reports for such

Yieldco for cause and/or (iii) protect such Yieldco 2015 Reports under section 107 of the Bankruptcy Code; or (b) if the motion described in (a) has been filed, the date that the Bankruptcy Court declines to grant the relief requested in such motion or such motion has been withdrawn. The parties hereto reserve all rights with respect to such motions.

4. This Stipulation and Order contains the entire agreement by and between the parties with respect to the subject matter hereof.

5. This Stipulation and Order shall be construed and interpreted in accordance with the laws of the State of New York, without regard to the choice of law principles of the State of New York. For the purposes of construing this Stipulation and Order, neither of the parties shall be deemed to have been the drafter of the Stipulation and Order.

6. By their signature hereto, each of the undersigned (a) represents that it has been duly authorized to enter into this Stipulation and Order, and (b) requests that the Bankruptcy Court approve this Stipulation and Order as an Order of the Bankruptcy Court.

7. This Stipulation and Order may be executed in multiple counterparts, each of which is deemed an original, but when taken together it constitutes one and the same document.

8. This Stipulation and Order will be effective upon approval by the Bankruptcy Court.

9. This Stipulation and Order may not be modified other than by a signed writing executed by the parties hereto and by further order of the Court.

10. The Bankruptcy Court shall retain jurisdiction to enforce this Stipulation and Order and to hear any matters or disputes arising from this Stipulation and Order.

[signature page on next page]

Dated: November 10, 2016

Dated: November 10, 2016

TOGUT, SEGAL & SEGAL LLP

SULLIVAN & CROMWELL LLP

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Dated November 10, 2016

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Unsecured Creditors*

IT IS SO ORDERED:

Dated: New York, New York
November 28th, 2016

/s/ STUART M. BERNSTEIN
Honorable Stuart M. Bernstein
UNITED STATES BANKRUPTCY JUDGE